

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
CARLOS ZELAYA, et al., :  
 :  
 Plaintiffs, :  
 :  
 -against- : 08 Civ. 2933 (LMM)  
MADISON SQUARE GARDEN, L.P., et al. :  
 :  
 Defendants. :  
 :  
 :  
----- X

**DECLARATION OF MARC SCHOENFELD**

I, Marc Schoenfeld, declare as follows:

1. I am Senior Vice President and Deputy General Counsel of Madison Square Garden, L.P.

I have personal knowledge of the facts contained herein, which I have located in public records filed with the Securities and Exchange Commission ("SEC"), the Delaware Division of Corporations, and the New York State Liquor Authority.

**Cablevision Systems Corporation 2007 Annual Report**

2. I have attached as Exhibit A hereto from the public record the combined Annual Report for the fiscal year ended December 31, 2007, which was filed on Form 10-K with the SEC by Cablevision Systems Corporation and CSC Holdings, Inc. on February 28, 2008 ("Annual Report"). The Annual Report may be obtained from the SEC at [http://www.sec.gov/Archives/edgar/data/784681/000110465908013859/a08-2326\\_110k.htm](http://www.sec.gov/Archives/edgar/data/784681/000110465908013859/a08-2326_110k.htm).

3. The Annual Report describes Cablevision Systems Corporation on page 1 as follows:

"Cablevision Systems Corporation is a Delaware corporation which was organized in

1997. Cablevision owns all of the outstanding common stock of CSC Holdings and its liabilities include \$1.5 billion of senior notes issued in April 2004. Cablevision has no operations independent of its CSC Holdings subsidiary.”

4. The Annual Report describes Cablevision’s subsidiary, CSC Holdings, Inc., on page 1 as follows:

“CSC Holdings is a Delaware corporation which was organized in 1985. . . .”

5. The Annual Report states that CSC Holdings, Inc. has as a subsidiary a limited liability company named “Rainbow Media Holdings LLC,” which is described on page 1 as follows:

“Through [CSC Holdings, Inc.’s] wholly-owned subsidiary, Rainbow Media Holdings LLC (“Rainbow Media Holdings”), we own interests in and manage numerous national and regional programming networks, the Madison Square Garden sports and entertainment business and cable television advertising sales companies.”

6. The Annual Report states that Rainbow Media Holdings, LLC has as a subsidiary Madison Square Garden, L.P., which is described on page 1 as follows:

“Madison Square Garden is a wholly-owned subsidiary of Rainbow Media Holdings.”

**Madison Square Garden, L.P. Annual Registration**

7. I have attached as Exhibit B hereto from the public record the results of an online computer search of the Delaware Division of Corporations website. The results may be obtained from the Delaware Division of Corporations by searching for “Madison Square Garden” at <http://corp.delaware.gov/onlinestatus.shtml>.

8. The Delaware record states as follows:

Madison Square Garden, L.P. is a limited partnership formed under Delaware law on August 23, 1994.

**Cablevision Systems Corporation Form 8-K for April 15, 1997**

9. I have attached as Exhibit C hereto from the public record a Current Report, dated April 15, 1997, which was filed on Form 8-K with the SEC by Cablevision Systems Corporation. The

Current Report may be obtained from the SEC at

<http://www.sec.gov/Archives/edgar/data/784681/0001005477-97-001116.txt>.

10. Attached to the Form 8-K, as Exhibit 2(b) thereto, is the Amended and Restated Agreement of Limited Partnership of Madison Square Garden, L.P., dated as of April 15, 1997 (“MSG Limited Partnership Agreement”).

11. The MSG Limited Partnership Agreement lists in Schedule I on page 45 the name and address of the General Partner. Specifically, MSG Eden Corporation is listed as the sole General Partner of Madison Square Garden, L.P.

**New York State Liquor Authority Liquor Licenses**

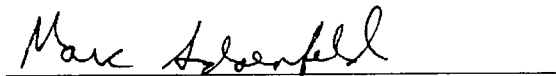
12. I have attached as Exhibit D hereto from the public record the results of online computer searches of the New York State Liquor Authority website. The results may be obtained by searching the New York State Liquor Authority database at <http://www.trans.abc.state.ny.us/JSP/query/PublicQueryInstructPage.jsp>

13. The results are as follows:

a. Cablevision Systems Corporation does not maintain any liquor licenses. I searched for liquor licenses issued to the principal, premises, or trade name of “Cablevision Systems Corporation” and found none.

b. The only liquor licenses registered for Madison Square Garden's address (4 Pennsylvania Plaza, New York, NY 10001) are licensed to Madison Square Garden, L.P. I searched for liquor licenses issued to that address, and found only licenses registered to Madison Square Garden, L.P.

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 2, 2008.

A handwritten signature in cursive script, reading "Marc Schoenfeld", is written over a horizontal line.

Marc Schoenfeld

# **EXHIBIT A**

**DUE TO ITS LENGTH, THIS EXHIBIT HAS BEEN  
SERVED & FILED IN HARD COPY PURSUANT TO THE  
ECF RULES & INSTRUCTIONS, PART 5.2**

# **EXHIBIT B**



# State of Delaware

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## Department of State: Division of Corporations

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### Entity Details

#### THIS IS NOT A STATEMENT OF GOOD STANDING

**File Number:** 2429294 **Incorporation Date /** 08/23/1994  
**Formation Date:** (mm/dd/yyyy)

**Entity Name:** MADISON SQUARE GARDEN, L.P.

**Entity Kind:** LIMITED PARTNERSHIP (LP) **Entity Type:** GENERAL

**Residency:** DOMESTIC **State:** DE

#### REGISTERED AGENT INFORMATION

**Name:** CORPORATION SERVICE COMPANY

**Address:** 2711 CENTERVILLE ROAD SUITE 400

**City:** WILMINGTON **County:** NEW CASTLE

**State:** DE **Postal Code:** 19808

**Phone:** (302)636-5401

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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To contact a Delaware Online Agent [click here](#).

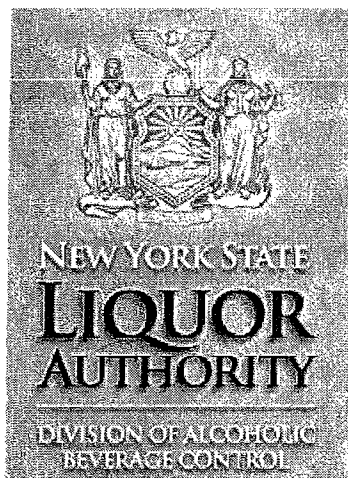
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# **EXHIBIT C**

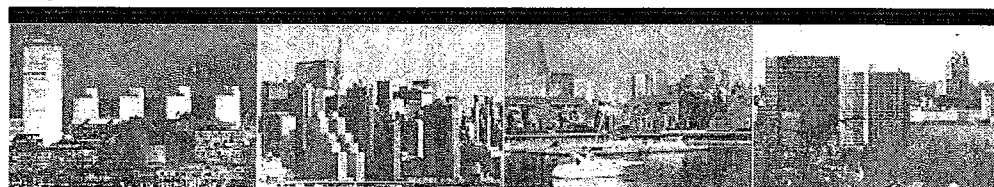
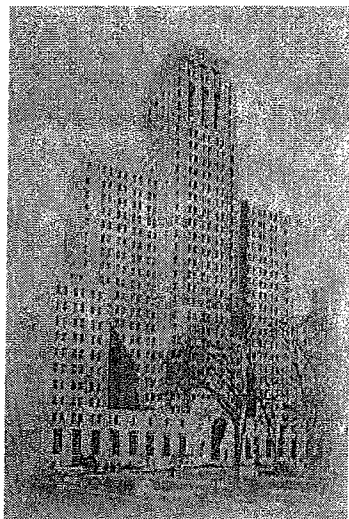
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# **EXHIBIT D**



David A. Paterson, Governor  
Daniel B. Boyle, Chairman  
Noreen Healey, Commissioner

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Wholesale



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### Public Query - Results

Found 35 matches for: ""City = New York, Address Line 1 = 4 Pennsylvania Plaza"" in Premises  
Location  
Displaying records 1 - 35.

Premises Name	Address	License Class	License Type	Expiration Date	License Status
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	903	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	252	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	911	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	252	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	252	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	903	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	904	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	911	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	912	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	913	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	914	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	915	BP	04/30/2011	License is Active

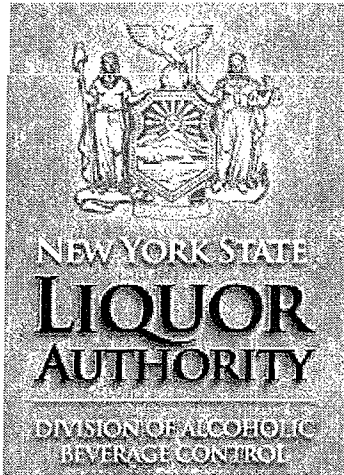
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	916	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	917	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	918	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	919	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	920	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	921	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	922	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	923	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	924	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	925	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	926	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	927	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	928	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	252	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	911	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	912	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	929	BP	04/30/2011	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	929	OP		Pending

MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	930	OP	04/30/2009	License is Active
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	930	OP		Pending
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	931	OP		Pending
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	932	OP		Pending
MADISON SQUARE GARDEN L P	4 PENNSYLVANIA PLAZA NEW YORK, NY 10001	933	OP		Pending

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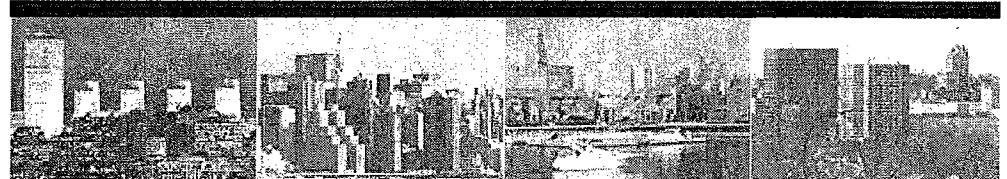
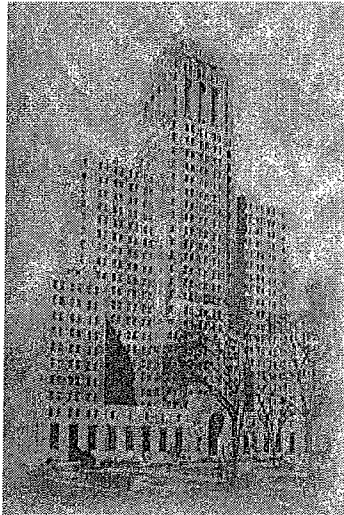


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#### Public Query - Results

The information that you have entered does not match any of the licenses in our files.

#### Disclaimer:

A license status check provides information taken from the State Liquor Authority license data base. Before relying on this information, you should be aware that due to workload and administrative issues there may be relevant information that has not yet been entered into the Authority's data base. Please contact the nearest zone office for verification of critical data. Zone office addresses and phone numbers can be found under the Licensing tab of this site.

You can select one of the following links to perform another search:

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